
Federal Reserve Release



H.2

Actions of the Board, Its Staff, and the Federal Reserve Banks; Applications and Reports Received

No. 47

Week Ending November 21, 1998

Bank Holding Companies

Assicurazioni Generali S.p.A., Trieste, Italy -- request for a temporary exemption under the Bank Holding Company Act to conduct certain insurance and other activities in the United States in connection with its proposed acquisition of BSI Banca della Svizzera Italiana, Lugano, Switzerland.

- Granted, November 16, 1998

Bank One Corporation, Chicago, Illinois -- to acquire an interest in EquiServe Limited Partnership, Canton, Massachusetts, and perform trust company activities.

- Approved, November 16, 1998

Fortis AG, Brussels, Belgium; Fortis AMEV, Utrecht, the Netherlands; Fortis Belgium NV, Brussels; and Generale Bank -- request for a temporary exemption under the Bank Holding Company Act to engage in various lending, brokerage, and investment activities in the United States.

- Granted, November 16, 1998

PNC Bank Corp., Pittsburgh, Pennsylvania -- to expand the activities of its section 20 subsidiary, PNC Capital Markets, Inc., to include underwriting and dealing in, to a limited extent, certain types of debt and equity securities.

- Approved, November 16, 1998

Popular, Inc., Hato Rey, Puerto Rico; Banco Popular de Puerto Rico; Popular Transition Bank; and Banco Popular, New York, New York, New York -- to reorganize the banking operations of Popular, Inc., under two de novo banks that would become members of the Federal Reserve System; to establish a branch and an agency in the United States; and to establish three agreement corporations.

- Approved, November 16, 1998

Enforcement

Frontier Bank of Laramie County, Cheyenne, Wyoming -- issuance of a cease and desist order.

- Announced, November 17, 1998

Societe Generale, New York, New York -- cease and desist order against William Shilstone, a former institution-affiliated party.

- Announced, November 17, 1998

H.2 Actions under delegated authority

November 15, 1998 to November 21, 1998

BS&R Banking Supervision and Regulation
C&CA Consumer and Community Affairs
FOMC Federal Open Market Committee

RBOPS Reserve Bank Operations and Payment
IF International Finance
OSDM Office of Staff Director for Management

Bank Branches, Domestic

Chicago

Fifth Third Bank of Central Indiana, Indianapolis, Indiana -- to establish a branch at 5718 Crawfordsville Road.

- Approved, November 16, 1998

Atlanta

Republic Security Bank, West Palm Beach, Florida -- to establish a branch at 2201 West Sample Road, Pompano Beach, Florida.

- Approved, November 20, 1998

Bank Holding Companies

Chicago

Associated Banc-Corp., Green Bay, Wisconsin -- to acquire Windsor Bancshares, Inc., Minneapolis, Minnesota, and Bank Windsor, Nerstrand, Minnesota.

- Returned, November 13, 1998 (AC)

St. Louis

Bancorp of Okolona, Inc., Okolona, Mississippi -- to acquire Bank of Okolona.

- Approved, November 17, 1998

Richmond

BB&T Corporation, Winston-Salem, North Carolina -- to acquire Scott & Stringfellow Financial, Inc., Richmond, Virginia.

- Approved, November 16, 1998

Chicago

Capitol Bancorp, Ltd., Lansing, Michigan, and Sun Community Bancorp Limited, Phoenix, Arizona -- to acquire shares of Sunrise Bank of Arizona, Phoenix.

- Approved, November 20, 1998

Minneapolis

Citizens Bancorporation of New Ulm, Inc., New Ulm, Minnesota -- to acquire shares of State Bank of La Salle (Incorporated), La Salle, Minnesota.

- Approved, November 17, 1998

Bank Holding Companies

Atlanta

Community Financial Group, Inc., Nashville, Tennessee -- to acquire shares of American Growth Finance, Inc., Dallas, Texas, and engage in making, acquiring, and servicing loans or other extensions of credit.

- Approved, November 16, 1998

San Francisco

Dartmouth Capital Group, Inc., Laguna Hills, California; Dartmouth Capital Group, L.P.; and Eldorado Bancshares, Inc. -- to acquire Antelope Valley Bank, Lancaster, California.

- Approved, November 20, 1998

St. Louis

Decatur Bancshares, Inc., Decatur, Arkansas -- to engage in the operation of a thrift institution through the acquisition of Grand Federal Savings Bank, Grove, Oklahoma.

- Approved, November 18, 1998

New York

Deutsche Bank AG, Frankfurt Am Main, Federal Republic of Germany -- to acquire through German American Capital Corporation, New York, New York, Boullioun Aviation Services, Inc., Bellevue, Washington, and engage in acting as agent, broker, or advisor in leasing personal property; providing certain financial and investment advisory services; making, acquiring, brokering or servicing loans; and providing asset management, servicing, and collection of assets services.

- Approved, November 19, 1998

Minneapolis

First Community Bancorp, Inc., Glasgow, Montana -- to acquire by merger Froid Bancshares, Inc., Froid, Montana, and First State Bank of Froid.

- Approved, November 16, 1998

Kansas City

First National Bancshares, Inc. ESOP and 401(k) Trusts, Goodland, Kansas -- to acquire shares of First National Bancshares, Inc., and First National Bank.

- Approved, November 17, 1998

Bank Holding Companies

Secretary

First Security Corporation, Salt Lake City, Utah -- determination that an application is not required to acquire Marine National Bank, Irvine, California.
- Granted, November 19, 1998

New York

Long Island Financial Corp., Islandia, New York -- to become a bank holding company with respect to Long Island Commercial Bank.
- Approved, November 19, 1998

Richmond

Old Point Financial Corporation, Hampton, Virginia -- to establish Old Point Trust & Financial Services, N.A.
- Approved, November 20, 1998

Minneapolis

Palmer Bancshares, Inc., Kasson, Minnesota -- to acquire Kasson State Bank.
- Approved, November 18, 1998

Atlanta

Regions Financial Corporation, Birmingham, Alabama -- to acquire EFC Holdings Corporation, Charlotte, North Carolina; EquiFirst Corporation; EquiFirst Mortgage Corporation; and Money America, Inc., and engage in making, acquiring, brokering, or servicing loans or other extensions of credit.
- Approved, November 19, 1998

Chicago

Richland County Bancshares, Inc., Richland Center, Wisconsin -- to acquire Richland County Bank.
- Approved, November 19, 1998

New York

Ridgewood Financial MHC, Ridgewood, New Jersey, and Ridgewood Financial, Inc. -- to become bank holding companies with respect to Ridgewood Savings Bank of New Jersey.
- Approved, November 16, 1998

Bank Holding Companies

Cleveland

Sky Financial Group, Inc., Salineville, Ohio -- to acquire The Ohio Bank, Findlay, Ohio.

- Approved, November 19, 1998

Cleveland

Sky Financial Group, Inc., Salineville, Ohio -- to acquire Citizens Bancshares Interim Bank.

- Approved, November 19, 1998

Dallas

South Plains Financial, Inc., Lubbock, Texas -- to acquire West Texas National Bancshares, Lockney, Texas; Lockney Holding Company, Inc., Wilmington, Delaware; First National Bank of Lockney, Lockney; and First State Bank, Silverton, Texas.

- Approved, November 19, 1998

Secretary

United Bancorporation, Billings, Montana -- to acquire shares of Information Network Services, Inc., and engage in financial data processing and transmission activities.

- Approved, November 16, 1998

Kansas City

University National Bancshares, Pittsburg, Kansas -- to acquire University National Bank.

- Approved, November 20, 1998

San Francisco

Valley National Corporation, Spring Valley, California -- to acquire Valle de Oro Bank, N.A.

- Approved, November 19, 1998

San Francisco

Washington Mutual, Inc., Seattle, Washington, and Washington Mutual Bank -- waiver of application in connection with Washington Mutual Bank's proposed acquisition of and merger with Industrial Bank, Van Nuys, California.

- Granted, November 20, 1998

Bank Mergers

Cleveland

Ohio Bank, Findlay, Ohio -- to merge with AmeriFirst Bank, N.A., Xenia, Ohio.
- Approved, November 19, 1998

Cleveland

Ohio Bank, Findlay, Ohio -- to merge with Citizens Bancshares Interim Bank,
Salineville, Ohio.
- Approved, November 19, 1998

Bank Premises

Kansas City

Citizens Bank and Trust Company, Bixby, Oklahoma -- investment in bank premises.
- Approved, November 17, 1998

Banks, State Member

Richmond

Patapsco Bank, Dundalk, Maryland -- payment of a dividend.
- Approved, November 19, 1998

Director, BS&R

Second Bank & Trust, Culpeper, Virginia -- transfer agent registration.
- Withdrawn, November 19, 1998

Capital Stock

Chicago

Brunsville Bancorporation, Inc., Brunsville, Iowa -- redemption of shares.
- Approved, November 18, 1998

Chicago

Merrill Bancorporation, Inc., Merrill, Iowa -- redemption of shares.
- Approved, November 18, 1998

Change In Bank Control

Chicago

Arneson Bancshares, Inc., Clear Lake, Iowa -- change in bank control.
- Permitted, November 18, 1998

Chicago

Brunsville Bancorporation, Inc., Brunsville, Iowa -- change in bank control.
- Permitted, November 18, 1998

Philadelphia

First Washington Financial Corp, Windsor, New Jersey -- change in bank control.
- Permitted, November 20, 1998

Chicago

Merrill Bancorporation, Inc., Merrill, Iowa -- change in bank control.
- Permitted, November 18, 1998

Competitive Factors Reports

San Francisco

Antelope Valley Bank, Lancaster, California -- report on competitive factors of the proposed merger with AVB Acquisition Co., Inc., Laguna Hills, California.
- Submitted, November 17, 1998

Cleveland

Catlettsburg FSB, Catlettsburg, Kentucky -- report on competitive factors of the proposed merger with Russell FSB, Russell, Kentucky.
- Submitted, November 18, 1998

Philadelphia

County National Bank, Clearfield, Pennsylvania -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of First Western Bank, National Association, New Castle, Pennsylvania.
- Submitted, November 20, 1998

Competitive Factors Reports

Cleveland

First Southern National Bank of Garrard County, Lancaster, Kentucky -- report on competitive factors of the proposed merger with First Southern National Bank, Somerset, Kentucky; First Southern National Bank of Wayne County, Monticello; First Southern National Bank of Madison County, Richmond; and First Southern National Bank of the Bluegrass, Lexington.

- Submitted, November 18, 1998

Dallas

First State Bank of Texas, Denton, Texas -- report on competitive factors of the proposed merger with Addison National Bank, Addison, Texas.

- Submitted, November 18, 1998

St. Louis

First State Community Bank, Farmington, Missouri -- report on competitive factors of the proposed merger with Iron County Security Bank, Ironton, Missouri.

- Submitted, November 17, 1998

Cleveland

First Western Bank, N.A., New Castle, Pennsylvania -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Coraopolis office of Three Rivers Bank and Trust Company, Jefferson Borough, Pennsylvania.

- Submitted, November 18, 1998

Dallas

Frost National Bank, San Antonio, Texas -- report on competitive factors of the proposed merger with Keller State Bank, Keller, Texas.

- Submitted, November 18, 1998

Atlanta

Gateway American Bank of Florida, Fort Lauderdale, Florida -- report on competitive factors of the proposed merger with Gateway American Successor Bank.

- Submitted, November 18, 1998

Competitive Factors Reports

San Francisco

La Jolla Bank, FSB, Rancho Santa Fe, California -- report on competitive factors of the proposed merger with Stamford Federal Savings Bank, Stamford, Connecticut.
- Submitted, November 20, 1998

Minneapolis

New Kasson State Bank, Kasson, Minnesota -- report on competitive factors of the proposed merger with Kasson State Bank.
- Submitted, November 18, 1998

Secretary

Old National Bank in Evansville, Evansville, Indiana -- report on competitive factors of the proposed merger with Farmers Bank, National Association, Owensboro, Kentucky; Merchants National Bank, Terre Haute, Indiana; Dubois County Bank, Jasper, Indiana; Palmer-American National Bank, Danville, Illinois; Bank of Western Indiana, Covington, Indiana; Morganfield National Bank, Morganfield, Kentucky; Orange County Bank, Paoli, Indiana; The First National Bank of Harrisburg, Harrisburg, Illinois; The First-Citizens Bank & Trust Company, Greencastle, Indiana; The First National Bank of Oblong, Oblong, Illinois; Security Bank & Trust Co., Vincennes, Indiana; The Peoples National Bank in Lawrenceville, Lawrenceville, Illinois; Farmers Bank & Trust Co., Madisonville, Kentucky; The First State Bank of Greenville, Kentucky, Inc., Greenville, Kentucky; and City National Bank, Fulton, Kentucky.
- Submitted, November 18, 1998

Philadelphia

Pennsylvania National Bank & Trust Company, Pottsville, Pennsylvania -- report on competitive factors of the proposed merger with Financial Trust Company, Carlisle, Pennsylvania; Keystone National Bank, Lancaster; Mid-State Bank and Trust Company, Altoona; Northern Central Bank, Williamsport; and American Trust Bank, National Association, Cumberland.
- Submitted, November 20, 1998

Philadelphia

Summit Bank, Bethlehem, Pennsylvania -- report on competitive factors of the proposed establishment of branches at 420 McDade Boulevard, Folsom, Pennsylvania, and 50 Lawrence Road, Broomall.
- Submitted, November 19, 1998

Competitive Factors Reports

St. Louis

Union Planters Bank, N.A., Memphis, Tennessee -- report on competitive factors of the proposed merger with Ready State Bank, Hialeah, Florida.
- Submitted, November 18, 1998

San Francisco

Valle de Oro Bank, N.A., Spring Valley, California -- report on competitive factors of the proposed merger with Valle de Oro Interim Bank, N.A.
- Submitted, November 17, 1998

Richmond

Waccamaw Bank, Whiteville, North Carolina -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Chadbourne, North Carolina, branch of First-Citizens Bank & Trust Company, Raleigh, North Carolina.
- Submitted, November 17, 1998

San Francisco

Washington Mutual Bank, Seattle, Washington -- report on competitive factors of the proposed acquisition of Industrial Bank, Van Nuys, California.
- Submitted, November 17, 1998

Extensions Of Time

St. Louis

Arvest Bank Group, Inc., Bentonville, Arkansas, and First Bancshares, Inc., Bartlesville, Oklahoma -- extension to January 18, 1999, to retain ownership of State Bank & Trust, N.A., Tulsa, Oklahoma, on its conversion from a national bank to a federally chartered savings bank.
- Granted, November 19, 1998

Director, BS&R

Canadian Imperial Bank of Commerce, Toronto, Canada -- extension to comply with a commitment made in connection with the application to acquire Oppenheimer Holdings, Inc., New York, New York.
- Granted, November 17, 1998

Extensions Of Time

Kansas City

Farmers State Bank of Fort Morgan, Colorado ESOP, Fort Morgan, Colorado -- extension to December 5, 1999, to acquire FSB Bancorporation.
- Granted, November 20, 1998

International Operations

Cleveland

Bank One, Illinois, N.A., Springfield, Illinois -- to establish a branch in GeorgeTown, Grand Cayman, Cayman Islands, British West Indies.
- Approved, November 20, 1998

Director, BS&R

BankAmerica International Investment Corporation, Chicago, Illinois -- waiver of the remainder of the 45-day notification period to make an investment in Spanish Telecommunications Limited, S.a.r.l., Luxembourg.
- Granted, November 17, 1998

Membership

Kansas City

First Bank of Cleveland, Cleveland, Oklahoma -- to become a member of the Federal Reserve System.
- Approved, November 20, 1998

Richmond

Monarch Bank, Chesapeake, Virginia -- to become a member of the Federal Reserve System.
- Approved, November 20, 1998

Chicago

Salin Bank and Trust Company, Indianapolis, Indiana -- to become a member of the Federal Reserve System.
- Approved, November 20, 1998

Regulations And Policies

FOMC

Federal Open Market Committee -- minutes of the meeting on September 29, 1998.
- Published, November 19, 1998

Secretary

Regulation D -- final action on a technical correction to delete an obsolete definition of "de novo depository institution" (Docket No. R-1024).
- Approved, November 18, 1998

Reserve Bank Operations

General Counsel

Federal Reserve Bank of New York -- to act as fiscal agent in connection with proposed issue of bonds by the Asian Development Bank.
- Approved, November 17, 1998

General Counsel

Federal Reserve Bank of New York -- to act as fiscal agent in connection with proposed issue of bonds by the Inter-American Development Bank.
- Approved, November 17, 1998

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	
None		

Section V – Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD</i>		<i>Examination</i>	<i>CRA</i>	<i>CRA</i>	<i>Exam type</i>	
<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for

Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Banco de la Ciudad de Buenos Aires, Buenos Aires, Argentina, to establish a representative office in New York, New York.	Newspaper – N/Avail
FBSEA	Moscow Narodny Bank, London, England, to establish a representative office in New York, New York.	Newspaper – N/Avail
FBSEA	KBC Bank N.V., Brussels, Belgium, to establish a branch in New York, New York, an agency in Atlanta, Georgia, and a representative office in Los Angeles, California.	Newspaper – N/Avail

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
9(11)	IBJ Schroder Bank & Trust Company, New York, New York, to reduce capital stock.	

Section V – Availability of CRA public evaluations

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The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

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Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
2333412	United States Trust Company of New York 114 West 47 th Street New York, New York 10036	05/26/1998	11/16/1998	S	X	
214807	Bankers Trust Company 130 Liberty Street New York, New York 10006	06/01/1998	11/16/1998	O	X	
501105	Manufacturers and Traders Trust Company One M&T Plaza Buffalo, New York 14240	05/04/1998	11/19/1998	O	X	

Section VI – CRA examinations scheduled for Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	Berks County Bank, Reading, PA, to merge with Heritage National Bank, Pottstown, PA, and change its name to Main Street Bank	12/14/1998

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3) & 3(a)(5)	Commerce Bancorp, Cherry Hill, NJ, to acquire Prestige Financial Corp, Flemington, NJ, and its subsidiary Prestige State Bank, Flemington, NJ	Newspaper: 12/11/1998 Fed Reg: 12/11/1998

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD</i>		<i>Examination</i>	<i>CRA</i>	<i>CRA</i>	<i>Exam type</i>	
<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for

Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	Received application from Premier Financial Bancorp, Inc., Georgetown, KY on 11/19/1998 to acquire Mt. Vernon Bancshares, Inc., Mt. Vernon, KY.*	Newspaper – 12/20/1998
3(a)(3)	Received application from F.N.B. Corporation, Hermitage, PA on 11/16/1998 to acquire Guaranty Bank & Trust Company, Venice, FL and Southwest Interim Bank No. 5, National Association, Sarasota, FL.*	Fed Reg – 12/18/1998

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
3(a)(1)	Received notice from Madison Financial Corporation, Richmond, KY on 11/19/1998 of its intent to acquire Madison Bank, Richmond, KY.
25	Received application by Bank One, Illinois, N.A., Springfield, IL on 11/19/1998 to establish a foreign branch in GeorgeTown, Grand Cayman, Cayman Islands, British West Indies.

Section V – Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

<i>Institution</i>	<i>Location</i>
The Fifth Third Bank of Northern Kentucky, Inc.	535 Madison Avenue, Covington, KY 41011

The inclusion on the list of institutions that are scheduled to undergo CRA examinations in the next calendar quarter is not determinative of whether the institution will be examined in that quarter. Reserve Banks may need to defer a planned examination or conduct an unforeseen examination because of scheduling difficulties or other circumstances.

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	The Commonwealth Bank, Richmond, Virginia, to establish a branch at 12410 Gayton Road, Richmond, Virginia.*	12/15/1998

*Subject to the provisions of the Community Reinvestment Act.

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	BB&T Corporation, Winston-Salem, North Carolina, to merge with MainStreet Financial Corporation, Martinsville, Virginia.*	Fed Reg – 12/07/1998 Newspaper – 12/11/1998

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for

Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 7562 University Boulevard, Winter Park, Florida.	11/24/1998*
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 4300 US 98 North, Lakeland, Florida.	11/24/1998*
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 2101 East Semoran Boulevard, Apopka, Florida.	11/24/1998*
Branch	Bank Independent, Sheffield, Alabama, to establish a branch located at 1081 Highway 72, Killen, Alabama.	11/27/1998*
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of McDermott Highway and Highway 75, Allen, Texas.	12/04/1998*

*Subject to provisions of the Community Reinvestment Act

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
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None

Section V – Availability of CRA public evaluations

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Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD</i>		<i>Examination</i>	<i>CRA</i>	<i>CRA</i>	<i>Exam type</i>	
<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>

None

Section VI – CRA examinations scheduled for **Quarter of**

<i>Institution</i>	<i>Location</i>
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None

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	NorthSide Community Bank Gurnee, Illinois 1155 Milwaukee Avenue Riverwoods, Illinois	Newspaper – 12/6/1998

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Northpointe Bancshares, Inc.* Grand Rapids, Michigan Northpointe Bank (in organization) Grand Rapids, Michigan	Fed Reg – 11/16/1998 Newspaper – 11/13/1998
3(a)(3)	First American Bank Group, Ltd.* Fort Dodge, Iowa First American Credit Corporation Jewell, Iowa Freedom Holdings, L.C. West Des Moines, Iowa Freedom Financial Bank (in organization) West Des Moines, Iowa	Fed Reg – 11/23/1998 Newspaper – 11/29/1998
3(a)(1)	First American Credit Corporation* Jewell, Iowa Freedom Holdings, L.C. West Des Moines, Iowa Freedom Financial Bank (in organization) West Des Moines, Iowa	Fed Reg – 11/23/1998 Newspaper – 11/29/1998
3(a)(1)	Freedom Holdings, L.C.* West Des Moines, Iowa Freedom Financial Bank (in organization) West Des Moines, Iowa	Fed Reg – 11/23/1998 Newspaper – 11/29/1998

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	New Century Bancorp* Southfield, Michigan New Century Bank (in organization) Southfield, Michigan	Fed Reg – 12/14/1998 Newspaper – N/Avail
3(a)(1)	Tower Financial Corporation* Fort Wayne, Indiana Tower Bank & Trust Company (in organization) Fort Wayne, Indiana	Fed Reg – 12/14/1998 Newspaper – 12/10/98
3(a)(3)	Associated Banc-Corp* Green Bay, Wisconsin Windsor Bancshares, Inc. Minneapolis, Minnesota Bank Windsor Nerstrand, Minnesota	Fed Reg – 11/30/1998 Newspaper – 12/14/1998

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
S/R	MidCity Financial Corporation Chicago, Illinois To repurchase up to 6,000 shares of its outstanding common stock.

Section V – Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD</i>		<i>Examination</i>	<i>CRA</i>	<i>CRA</i>	<i>Exam type</i>	
<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for

Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	*Notice by NBC Capital Corporation, Starkville, Mississippi, to acquire First National Corporation of West Point, West Point, Mississippi. A companion Section 4(c)(8) notice accompanies this notice (both previously reported during the week ending November 14, 1998).	Newspaper – 12/6/1998 Fed Reg – 12/10/1998
3(a)(3)	*Notice by Union Planters Corporation, Memphis, Tennessee, to indirectly acquire Southeast Bancorp, Inc., Corbin, Kentucky. A companion Section 3(a)(5) notice accompanies this notice (both previously reported during the week ending November 14, 1998).	Newspaper – 12/4/1998 Fed Reg – 12/4/1998
3(a)(5)	*Notice by Union Planters Holding Corporation, Memphis, Tennessee, a wholly owned subsidiary of Union Planters Corporation, Memphis, Tennessee, to acquire, through merger, Southeast Bancorp, Inc., Corbin, Kentucky. A companion Section 3(a)(3) notice accompanies this notice (both previously reported during the week ending November 14, 1998).	Newspaper – 12/4/1998 Fed Reg – 12/4/1998
3(a)(3)	*Notice by Union Planters Corporation, Memphis, Tennessee, to indirectly acquire First Mutual Bancorp, Inc., Decatur, Illinois. A companion Section 3(a)(5) notice accompanies this notice.	Newspaper – 12/5/1998 Fed Reg – 12/18/1998
3(a)(5)	*Notice by Union Planters Holding Corporation, Memphis, Tennessee, a wholly owned subsidiary of Union Planters Corporation, Memphis, Tennessee, to acquire, through merger, First Mutual Bancorp, Inc., Decatur, Illinois. A companion Section 3(a)(3) notice accompanies this notice.	Newspaper – 12/5/1998 Fed Reg – 12/18/1998

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Notice by NBC Capital Corporation, Starkville, Mississippi, to indirectly acquire First National Finance Company, West Point, Mississippi, a wholly owned nonbanking subsidiary of First National Corporation of West Point, West Point, Mississippi, and thereby engage in credit extending activities, pursuant to Section 225.28(b)(1) of Regulation Y. A companion Section 3(a)(3) notice accompanies this notice (both previously reported during the week ending November 14, 1998).	Fed Reg – 12/10/1998

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	
SMBOTH	Notice by First Illinois Bank, East St. Louis, Illinois, to make a dividend payment.	Not applicable

Section V – Availability of CRA public evaluations

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SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for **Quarter of**

Institution

Location

None

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Security State Bank & Trust Company, Polson, Montana, to establish a branch in Polson, Montana.*	11/20/1998

* Subject to the provisions of the Community Reinvestment Act

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Superior Financial Holding Corporation, Minneapolis, Minnesota, for prior approval to become a bank holding company through the acquisition of 100% of the voting shares of Commercial State Bancorporation, Two Harbors, Minnesota.*	N/Avail
3(a)(3)	Fishback Financial Corporation, Brookings, South Dakota, for prior approval to acquire 100% of the voting shares of Pipestone Bancshares, Inc., Pipestone, Minnesota.*	12/21/1998 – Fed Reg

*Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Marquette Bancshares, Inc., Minneapolis, Minnesota, to engage in brokering and servicing commercial real estate mortgages, arranging commercial real estate equity financing, and appraising real estate through the acquisition of Northland Financial Company, Minneapolis, Minnesota.	12/07/1998
4(c)(8)	Superior Financial Holding Corporation, Minneapolis, Minnesota, to engage in general insurance agency activities through the indirect acquisition of Commercial State Insurance Agency, Inc., Two Harbors, Minnesota.	N/Avail

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Superior Financial Holding Corporation, Minneapolis, Minnesota, to engage <i>de novo</i> in lending activities.	N/Avail

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
641654	Glacier Bank of Eureka Eureka, Montana	06/29/1998	11/19/1998	O		X

Section VI – CRA examinations scheduled for **Quarter of**

<i>Institution</i>	<i>Location</i>
None	

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) / Branch	People First Bank, Hennessey, Oklahoma, for prior approval to merge with First State Bank, Hobart, Oklahoma, and incident thereto, establish an additional branch.	Newspaper – N/Avail

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Douglas Vernon Duey, Plattsmouth, Nebraska, for prior approval to acquire voting shares of Cass County State Company, Plattsmouth, Nebraska; and thereby indirectly acquire Cass County Bank, Plattsmouth, Nebraska.	Newspaper – N/Avail Fed Reg – 12/09/1998
CIC	Grady Grissom, Syracuse, Kansas, for prior approval to acquire voting shares of Valley Bancorp, Inc., Syracuse, Kansas; and thereby indirectly acquire The Valley State Bank, Syracuse, Kansas.	Newspaper – N/Avail Fed Reg – 12/04/1998

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	
None		

Section V – Availability of CRA public evaluations

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<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for First Quarter of 1999

<i>Institution</i>	<i>Location</i>
Exchange Bank of Missouri	Fayette, Missouri
Central Bank of Missouri	Sedalia, Missouri
Farmers State Bank	Wallace, Nebraska
Western Bank	Albuquerque, New Mexico
Anadarko Bank and Trust Co.	Anadarko, Oklahoma
The First Bank of Haskell	Haskell, Oklahoma
Exchange Bank & Trust Co.	Perry, Oklahoma
BancFirst	Oklahoma City, Oklahoma
City Bank of Weatherford	Weatherford, Oklahoma
Bank of Star Valley	Afton, Wyoming
Unita County State Bank	Mountain View, Wyoming

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District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Robert W. Semple, Fort Worth, TX, et al, to acquire an interest in Worth Bancorporation, Lake Worth, TX (Previously reported the week ending November 14, 1998)	Fed Reg – 11/30/1998 Newspaper – 11/30/1998
CIC	Tieman Dippel, Brenham, TX, et al, to acquire an interest in Brenham Bancshares, Inc., Brenham, TX (Previously reported the week ending November 7, 1998)	Fed Reg – 11/27/1998 Newspaper – 12/03/1998
3(a)(1)	Woodlands Bancorp, Inc., Homer, LA, to become a bank holding company by acquiring First Woodlands Bank, Homer, LA*	Fed Reg – 12/18/1998 Newspaper – N/Avail
3(a)(3)	Cullen Frost Bankers, San Antonio, TX, and The New Galveston Company, Wilmington, DE, to acquire Keller State Bank, Keller, TX* (Previously reported the week ending November 14, 1998)	Fed Reg – 12/17/1998 Newspaper – 12/11/1998
3(a)(3)	Sulphur Springs Bancshares, Inc., Sulphur Springs, TX, and Sulphur Springs Delaware Financial Corporation, Dover, DE, to acquire First National Bank, Sulphur Springs, TX* (Previously reported the week ending November 7, 1998)	Fed Reg – 12/07/1998 Newspaper – 12/04/1998

* Subject to the Provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for **Quarter of**

<i>Institution</i>	<i>Location</i>
None	

District 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, November 21, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Hancock Park Acquisition, L.L.C., and Hancock Park Acquisition L.P., both of Inverness, Illinois, to become bank holding companies through the acquisition of Bank of Coronado, Coronado, California. *	Newspaper – 12/18/1998 Fed Reg – 12/18/1998
3(a)(5)	Heritage Financial Corporation, Olympia, Washington, to merge with Harbor Bancorp, Inc., and thereby indirectly acquire Bank of Grays Harbor, both of Aberdeen, Washington. *	Newspaper – 12/10/1998 Fed Reg – 12/14/1998
3(a)(5)	Heritage Financial Corporation, Olympia, Washington, to merge with Washington Independent Bancshares, Inc., and thereby indirectly acquire Central Valley Bank, N.A., both of Toppenish, Washington. *	Newspaper – 12/10/1998 Fed Reg – 12/14/1998

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Wells Fargo & Company, San Francisco, California, Norwest Mortgage, Inc., and Norwest Ventures, LLC, both of Des Moines, Iowa, to engage in: (1) a joint venture through their subsidiary, Service Mortgage Group, LLC, Louisville, Kentucky; and (2) a joint venture through their subsidiary, Academy Financial Services, LLC, Alpharetta, Georgia, in residential mortgage lending activities.	Fed Reg – 12/04/1998

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Wells Fargo & Company, San Francisco, California, Norwest Mortgage, Inc., and Norwest Ventures, LLC, both of Des Moines, Iowa, to engage in a joint venture through their subsidiary, Mortgage Professionals of Tampa Bay, LLC, Tampa, Florida, in residential mortgage lending activities.	Fed Reg – 12/08/1998
4(c)(8)	VIB Corp., El Centro, California, to acquire Bank of Stockdale, F.S.B., Bakersfield, California, and thereby engage in the operation of a savings association.	Fed Reg – 12/08/1998
4(c)(8)	Philippine National Bank, Manila, The Philippines, and Century Holding Corporation, Beverly Hills, California, to acquire PNB Remittance Centers, Inc., Los Angeles, California, and thereby engage in money remittance activities.	Fed Reg – 12/09/1998

Fed Reg - Federal Register Comment Period Ending Date

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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Section V – Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>Smbk</i>
REVISED: 172961	North County Bank 444 S. Escondido Boulevard Escondido, CA 92025 (760) 743-2200	06/29/1998	11/12/1998	S		X

The above listing has been prepared as a courtesy by the Federal Reserve Bank of San Francisco, and is not intended to replace formal notices required by statute or regulation; the Reserve Bank assumes no responsibility for errors or omissions.

Section VI – CRA examinations scheduled for First Quarter of 1999

<i>Institution</i>	<i>Location</i>
First Security Bank	Las Vegas, NV
Capital Bank of North County	Carlsbad, CA
California Center Bank	Los Angeles, CA
M&I Thunderbird Bank	Phoenix, AZ
Valley Independent Bank	El Centro, CA
Hacienda Bank	Santa Maria, CA
Bank of Ephraim	Ephraim, UT
Farmers & Merchants Bank of Rockford	Spokane, WA
East County Bank	Antioch, CA
Regency Bank	Fresno, CA
Peninsula Bank of Commerce	Millbrae, CA
Golden Gate Bank	San Francisco, CA
Silicon Valley Bank	Santa Clara, CA
Valencia Bank	Valencia, CA

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